

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

STEPHEN GRAY, individually and on behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

SHAUN ROSE, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 10,

Defendants.

MEREDITH TRANBERG, individually and on behalf of all others similarly situated:

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, Defendants.

Civil Action No: 07 Civ. 9790 (SHS)

MOTION FOR ADMISSION OF MARK KINDALL PRO HAC VICE

Civil Action No: 07 Civ. 10294 (DC)

Civil Action No: 07 Civ. 10341 (UA)

ANTON RAPPOLD, individually and on

behalf of all others similarly situated,

Plaintiff,

Civil Action No: 07 Civ. 10396 (UA)

v.

CITIGROUP INC., CITIBANK, N.A., : CHARLES PRINCE, THE PLANS : ADMINISTRATIVE COMMITTEE OF : CITIGROUP INC., THE 401(k) : INVESTMENT COMMITTEE, and JOHN : and JANE DOES 1 - 10, :

Defendants.

SAMIER TADROS, on Behalf of All Others Similarly Situated,

Plaintiff, : Civil Action No: 07 Civ. 10442 (UA)

v.

CITIGROUP INC., CHARLES O. PRINCE, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, : ROBERTO HERNANDEZ RAMIREZ, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, ANNE MULCAHY, RICHARD D. PARSONS, JUDITH RODIN, ROBERT E. : RUBIN, ROBERT E. RUBIN, FRANKLIN: A. THOMAS, JOHN DOES 1-20 (BEING **CURRENT AND FORMER MEMBERS** OF THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.) and JOHN DOES 21-40 (BEING **CURRENT AND FORMER MEMBERS** OF THE INVESTMENT COMMITTEE OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants.

-----X

STEPHAN FIORINO, individually and on behalf of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10458 (UA)

v.

CITIGROUP INC., CITIBANK N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, :

Defendants.

JAMES BOLLA, individually and on behalf:

of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10461 (UA)

v.

CITIGROUP INC., CITIBANK N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

-----X

MARK GEROULO, individually, on behalf: of the CITIGROUP 401(k) Plan, the CITIBUILDER 401 (K) PLAN FOR: PUERTO RICO, and all others similarly, :

Plaintiff, : Civil Action No: 07 Civ. 10472 (UA)

v.

CITIGROUP, INC., CITIBANK, N.A.,
THE PLAN ADMINISTRATIVE
COMMITTEE OF CITIGROUP, INC.,
MICHAEL E. SCHLEIN, JOHN DOES
1-10, THE CITIGROUP 401(k) PLAN
INVESTMENT COMMITTEE and JOHN

DOES 10-20, C. MICHAEL

ARMSTRONG, ALAN J.P. BELDA,
GEORGE DAVID, KENNETH T. DERR,
JOHN M. DEUTCH, ROBERTO
HERNANDEZ, ANN DIBBLE JORDAN,
ANDREW N. LIVERIS, DUDLEY C.
MECUM, ANNE M. MULCAHY,
RICHARD D. PARSONS, ANDRALL E.
PEARSON, CHARLES PRINCE, JUDITH
RODIN, ROBERT E. RUBIN, FRANKLIN
A. THOMAS, SANFORD I. WEILL,

Defendants.

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, William Bernarduci, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of Mark Kindall. Mr. Kindall's address is:

Schatz Nobel, Izard, P.C. 20 Church Street, Suite 1700 Hartford, Connecticut 06103 Phone Number: (860) 493 6292 Fax Number: (860) 493 6292 mkindall@snilaw.com

Mark Kindall is a member in good standing of the Bar of the State of Connecticut. He was admitted to the Connecticut bar on October 17, 1994. Attached hereto as Exhibit A is a Certificate of Good Standing. Mr. Kindall has subsequently been admitted to practice in the following courts:

- a. United States District Court for the District of Connecticut (1994);
- b. All Courts of the State of California (1988);
- c. United States District Court for the District of Columbia
- d. United States District Court for the Southern District of New York (1998);
- e. United States District Court for the Eastern District of New York (1998);
- f. United States District Court for the Northern District of New York (1998);

- g. United States Court of Appeals for the District of Columbia Circuit (2001);
 - h. United States Court of Appeals for the Second Circuit (2000);
 - i. United States Supreme Court (2000);
 - j. United States Court of Appeals for the Second Circuit (2000)
 - k. United States District Court for the Southern District of California (2005);
 - 1. United States District Court for the Northern District of California (2005);
 - m. United States District Court for the Central District of California (2005);
 - n. United States Court of Appeals for the Ninth Circuit (2006)

Dated: January 16, 2008 Respectfully submitted,

SCHATZ NOBEL IZARD, P.C.

William Bernarduci (WB 5785)

20 Church Street, Suite 1700

Hartford, Connecticut 06103

Phone Number: (860) 493 6292 Fax Number: (860) 493 6292



State of Connecticut

Supreme Court

I, Michéle T. Angers, Chief Clerk of the Supreme Court of the State of Connecticut and keeper of the Seal thereof,

Do hereby certify that, in the Superior Court at Hartford

on the

seventeenth

, day of

October

1994

Mark Peter Kindall

of

West Hartford, Connecticut

having been examined and found duly qualified, was sworn as an attorney and admitted to practice before all the courts of this state, and that said attorney is a member in good standing of the Bar of this State pursuant to Practice Book §2-65.

In Testimony Whereof, I have hereunto set my hand and affix the Seal of the Supreme Court of the State of Connecticut, at

Hartford, this

sixteenth

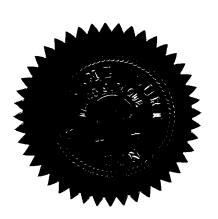
day of

January

, 20 **08** .

Michéle T. Angers

Chief Clerk



CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 16th day of January 2007, a copy of the foregoing was served by U.S. Mail, postage pre-paid, to the counsel of record on the attached service list. Parties may also access this filing through the Court's system.

Nancy A. Kulesa

Munuj G. Kuless

CITIGROUP ERISA LITIGATION **SERVICE LIST**

Counsel For Defendants:

Lawrence B. Pedowitz, Esq. John Lynch, Esq. Bradley R. Wilson, Esq. WATCHELL, LIPTON, ROSEN & KATZ 51 West 52nd Street New York, NY 10019

Tel: (212) 403-1000 Fax: (212) 403-2000

Attorneys for Defendants Citigroup, Inc., et al.

Counsel for Plaintiffs:

Robert I. Harwood, Esq. Jeffrey M. Norton, Esq. HARWOOD FEFFER LLP 488 Madison Avenue New York, NY 10022 Tel: (212) 935-7400 Fax: (212) 753-3630

Attorneys for Plaintiff Samier Tadros (07cv10442-SHS)

Ann D. White, Esq. ANN D. WHITE LAW OFFICES, P.C. 165 Township Line Rd Ste 2400 Jenkintown, PA 19046-3535 Tel: (215) 481-0273

Attorneys for Plaintiff James Bolla (07cv10461-UA)

Susan Salvetti, Esq. ZWERLING, SCHACHTER & ZWERLING LLP 41 Madison Avenue New York, NY 10010 Tel: (212) 223-3900 (212) 371-5969

Attorneys for Plaintiff Anton Rappold (07cv10396-UA)

Jeffrey Squire BRAGAR WEXLER & EAGEL, PC 885 Third Avenue, Suite 3040 New York, New York 10022 (212) 308-5858 Tel:

Attorneys for Plaintiff Meredith Tranberg (07cv10341-UA)

Fax:

Ronen Sarraf (RS 7694) Joseph Gentile SARRAF GENTILE LLP 485 Seventh Avenue, Suite 1005 New York, New York 10018 T: 212-868-3610

F: 212-918-7967

Attorneys for Plaintiff Mark Geroulo (07cv10472-UA)

Milo Silberstein DEALY & SILBERSTEIN, LLP 225 Broadway, Suite 1405 New York, New York 10007 T: (212) 385-0066



UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

STEPHEN GRAY, individually and on behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.. THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

SHAUN ROSE, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 10,

Defendants.

MEREDITH TRANBERG, individually and on behalf of all others similarly situated:

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.. THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, Defendants.

Civil Action No: 07 Civ. 9790 (SHS)

DECLARATION OF WILLIAM BERNARDUCI IN SUPPORT OF MOTION FOR ADMISSION OF MARK KINDALL PRO HAC VICE

Civil Action No: 07 Civ. 10294 DC

Civil Action No: 07 Civ. 10341 (UA)

ANTON RAPPOLD, individually and on behalf of all others similarly situated,

Plaintiff.

Civil Action No: 07 Civ. 10396 (UA)

v.

CITIGROUP INC., CITIBANK, N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN and JANE DOES 1 - 10,

Defendants.

SAMIER TADROS, on Behalf of All Others Similarly Situated,

Plaintiff, : Civil Action No: 07 Civ. 10442 (UA)

v.

CITIGROUP INC., CHARLES O. PRINCE, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, : ROBERTO HERNANDEZ RAMIREZ, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, ANNE MULCAHY, RICHARD D. PARSONS, JUDITH RODIN, ROBERT E. : RUBIN, ROBERT E. RUBIN, FRANKLIN: A. THOMAS, JOHN DOES 1-20 (BEING **CURRENT AND FORMER MEMBERS** OF THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.) and JOHN DOES 21-40 (BEING **CURRENT AND FORMER MEMBERS** OF THE INVESTMENT COMMITTEE OF THE CITIGROUP INC. 401(K) PLAN),:

Defendants.

STEPHAN FIORINO, individually and on

behalf of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10458 (UA)

v.

CITIGROUP INC., CITIBANK N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, :

Defendants.

JAMES BOLLA, individually and on behalf: of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10461 (UA)

v.

CITIGROUP INC., CITIBANK N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20,

Defendants. :

MARK GEROULO, individually, on behalf: of the CITIGROUP 401(k) Plan, the CITIBUILDER 401 (K) PLAN FOR: PUERTO RICO, and all others similarly,

Plaintiff, : Civil Action No: 07 Civ. 10472 (UA)

v.

CITIGROUP, INC., CITIBANK, N.A.,
THE PLAN ADMINISTRATIVE
COMMITTEE OF CITIGROUP, INC.,
MICHAEL E. SCHLEIN, JOHN DOES
1-10, THE CITIGROUP 401(k) PLAN
INVESTMENT COMMITTEE and JOHN:

DOES 10-20, C. MICHAEL
ARMSTRONG, ALAN J.P. BELDA,

GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ROBERTO

HERNANDEZ, ANN DIBBLE JORDAN,

ANDREW N. LIVERIS, DUDLEY C.

MECUM, ANNE M. MULCAHY,

RICHARD D. PARSONS, ANDRALL E. : PEARSON, CHARLES PRINCE, JUDITH :

RODIN, ROBERT E. RUBIN, FRANKLIN:

A. THOMAS, SANFORD I. WEILL,

Defendants.

-----X

I, William Bernarduci, hereby declare as follows:

- 1. I am an attorney at Schatz Nobel Izard, P.C., counsel for Plaintiff, Shaun Rose, in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Mark Kindall as counsel pro hac vice to represent Plaintiff in this matter.
- 2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in New York on November 24, 1997. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
 - 3. I have known Mark Kindall since 2005.
 - 4. Mr. Kindall is a partner at Schatz Nobel Izard, P.C., in Hartford, Connecticut.
- 5. I have found Mr. Kindall to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
 - 6. Accordingly, I am pleased to move the admission of Mark Kindall pro hac vice.
 - 7. I respectfully submit a proposed order granting the admission of Mark Kindall, pro

hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Mark Kindall pro hac vice, to represent Plaintiff in the above captioned matter, be granted.

Dated: January 16, 2008

William Bernarduci (WB 5785) 20 Church Street, Suite 1700

Hartford, Connecticut 06103 Phone Number: (860) 493 6292 Fax Number: (860) 493 6292

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

STEPHEN GRAY, individually and on behalf of all others similarly situated,

Plaintiff,

Civil Action No: 07 Civ. 9790 (SHS)

[PROPOSED] ORDER ADMITTING

MARK KINDALL PRO HAC VICE

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

SHAUN ROSE, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

Civil Action No: 07 Civ. 10294 (DC)

v.

v.

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 10,

Defendants.

MEREDITH TRANBERG, individually : and on behalf of all others similarly situated :

Plaintiff,

:

CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, Defendants.

-----X

Civil Action No: 07 Civ. 10341 (UA)

ANTON RAPPOLD, individually and on

behalf of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10396 (UA)

v.

CITIGROUP INC., CITIBANK, N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN and JANE DOES 1 - 10,

Defendants.

SAMIER TADROS, on Behalf of All

Others Similarly Situated,

Plaintiff, : Civil Action No: 07 Civ. 10442 (UA)

v.

CITIGROUP INC., CHARLES O. PRINCE, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, : ROBERTO HERNANDEZ RAMIREZ, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, ANNE MULCAHY, RICHARD D. PARSONS, JUDITH RODIN, ROBERT E. : RUBIN, ROBERT E. RUBIN, FRANKLIN: A. THOMAS, JOHN DOES 1-20 (BEING **CURRENT AND FORMER MEMBERS** OF THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.) and JOHN DOES 21-40 (BEING **CURRENT AND FORMER MEMBERS** OF THE INVESTMENT COMMITTEE OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants.

-----X

STEPHAN FIORINO, individually and on behalf of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10458 (UA)

v.

CITIGROUP INC., CITIBANK N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, :

Defendants.

JAMES BOLLA, individually and on behalf:

of all others similarly situated,

Plaintiff, : Civil Action No: 07 Civ. 10461 (UA)

v.

CITIGROUP INC., CITIBANK N.A., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

-----x

MARK GEROULO, individually, on behalf: of the CITIGROUP 401(k) Plan, the CITIBUILDER 401 (K) PLAN FOR: PUERTO RICO, and all others similarly, :

Plaintiff, : Civil Action No: 07 Civ. 10472 (UA)

v.

CITIGROUP, INC., CITIBANK, N.A.,

THE PLAN ADMINISTRATIVE

COMMITTEE OF CITIGROUP, INC.,

MICHAEL E. SCHLEIN, JOHN DOES

1-10, THE CITIGROUP 401(k) PLAN

INVESTMENT COMMITTEE and JOHN

:

| DOES 10-20, C. MICHAEL | : |
|----------------------------------|----|
| ARMSTRONG, ALAN J.P. BELDA, | : |
| GEORGE DAVID, KENNETH T. DERR, | : |
| JOHN M. DEUTCH, ROBERTO | : |
| HERNANDEZ, ANN DIBBLE JORDAN, | : |
| ANDREW N. LIVERIS, DUDLEY C. | : |
| MECUM, ANNE M. MULCAHY, | : |
| RICHARD D. PARSONS, ANDRALL E. | : |
| PEARSON, CHARLES PRINCE, JUDITH | : |
| RODIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, SANFORD I. WEILL, | : |
| | : |
| Defendants. | : |
| | -X |
| | |

Upon the motion of attorney William Bernarduci for admission of Mark Kindall pro hac vice, and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Mark Kindall 20 Church Street, Suite 1700 Hartford, Connecticut 06103 Phone Number: (860) 493 6292 Fax Number: (860) 493 6292

is admitted to practice pro hac vice as counsel for in the above captioned case in the United States

District Court for the Southern District of New York.

Dated:_______

Sidney Stein United States District Judge

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 16th day of January 2007, a copy of the foregoing was served by U.S. Mail, postage pre-paid, to the counsel of record on the attached service list. Parties may also access this filing through the Court's system.

Nancy A. Kulesa

Manaja Kuller

CITIGROUP ERISA LITIGATION SERVICE LIST

Counsel For Defendants:

Lawrence B. Pedowitz, Esq. John Lynch, Esq. Bradley R. Wilson, Esq. WATCHELL, LIPTON, ROSEN & KATZ LLP 51 West 52nd Street New York, NY 10019

Tel: (212) 403-1000 Fax: (212) 403-2000

Attorneys for Defendants Citigroup, Inc., et

Counsel for Plaintiffs:

Robert I. Harwood, Esq. Jeffrey M. Norton, Esq. HARWOOD FEFFER LLP 488 Madison Avenue New York, NY 10022 (212) 935-7400 Tel: (212) 753-3630 Fax:

Attorneys for Plaintiff Samier Tadros (07cv10442-SHS)

Ann D. White, Esq. ANN D. WHITE LAW OFFICES, P.C. 165 Township Line Rd Ste 2400 Jenkintown, PA 19046-3535 (215) 481-0273 Tel:

Attorneys for Plaintiff James Bolla (07cv10461-UA)

Susan Salvetti, Esq. ZWERLING, SCHACHTER & ZWERLING LLP 41 Madison Avenue New York, NY 10010 (212) 223-3900 Tel: (212) 371-5969 Fax:

Attorneys for Plaintiff Anton Rappold (07cv10396-UA)

Jeffrey Squire BRAGAR WEXLER & EAGEL, PC 885 Third Avenue, Suite 3040 New York, New York 10022 (212) 308-5858 Tel:

Attorneys for Plaintiff Meredith Tranberg (07cv10341-UA)

Ronen Sarraf (RS 7694) Joseph Gentile SARRAF GENTILE LLP 485 Seventh Avenue, Suite 1005 New York, New York 10018 T: 212-868-3610 F: 212-918-7967

Attorneys for Plaintiff Mark Geroulo (07cv10472-UA)

Milo Silberstein DEALY & SILBERSTEIN, LLP 225 Broadway, Suite 1405 New York, New York 10007 T: (212) 385-0066